

Hearing Date: August 16, 2019 at 10:00 am
Objection Deadline: August 2, 2019 at 4:00 p.m.

ALSTON & BIRD LLP
Leib M. Lerner (*Admitted Pro Hac Vice*)
333 South Hope Street, 16th Floor
Los Angeles, CA 90071
Telephone: (213) 576-1000
Facsimile: (213) 576-1100
Email: leib.lerner@alston.com

-and-

James J. Vincequerra
90 Park Avenue
New York, NY 10016-1387
Telephone: (212) 210-9400
Facsimile: (212) 210-9444
Email: James.Vincequerra@alston.com

*Attorneys for Twentieth Century Fox Home
Entertainment LLC*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
-----X	:	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**JOINDER OF TWENTIETH CENTURY FOX
HOME ENTERTAINMENT LLC TO OBJECTIONS TO
CONFIRMATION OF DEBTOR'S SECOND AMENDED JOINT CHAPTER 11
PLAN OF SEARS HOLDINGS CORPORATION AND ITS AFFILIATED DEBTORS**

**TO: THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:**

Twentieth Century Fox Home Entertainment LLC, (“**Fox**”), by and through its counsel, Alston & Bird LLP, files this Joinder to Objections to Confirmation of Debtor’s Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors (the “**Plan**”), as follows:

1. Fox timely filed its Proof of Claim No. 11314 in the total amount of \$1,466,458.17, of which \$186,136.47 is secured, and \$58,916.65 is entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9).

2. Fox joins in paragraphs 31 through 55, and paragraph 58 of the Objection filed by Whitebox Asymmetric Partners, LP, Whitebox Multi-Strategy Partners, LP, Hain Capital Investors Master Fund, Ltd. and Cherokee Debt Acquisition, LLC [Doc. 4721].

3. Fox joins in the objections of other objecting administrative claimants, to the extent they are not inconsistent with the joinder above.

Dated: New York, New York
August 7, 2019

Respectfully submitted,

/s/ James J. Vincequerra
James J. Vincequerra
ALSTON & BIRD LLP
90 Park Avenue
New York, New York 10016
Tel: 212-210-9400
Fax: 212-210-9444
Email: James.Vincequerra@alston.com

- and -

Leib M. Lerner (*Admitted Pro Hac Vice*)
333 South Hope Street, 16th Floor

Los Angeles, CA 90071
Telephone: (213) 576-1000
Facsimile: (213) 576-1100
Email: Leib.Lerner@alston.com

*Attorneys for Twentieth Century Fox Home
Entertainment LLC*

CERTIFICATE OF SERVICE

I hereby caused a true and correct copy of the foregoing Joinder to be served upon the parties listed below via first class mail and ECF Notification on August 7, 2019.

/s/ James J. Vincequerra
James J. Vincequerra

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Ray C. Schrock
Jacqueline Marcus
Garret A. Fail
Sunny Singh

Office of the United States Trustee
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Paul Schwartzberg

Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036
Attn: Ira Dizengoff
Philip Dublin
Sara Brauner